

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWELFTH ANNUAL GENERAL MEETING of the Members of the Company will be held on Wednesday, the 29th September, 2004 at 1.00 p.m. at the Registered Office of the Company at Plot No. A2/3445, GIDC Phase IV, Ankleshwar - 393 002, Gujarat to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March 2004 and the Profit and Loss Account of the company for the year ended as on that date, together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Jaswantra Mehta, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rajesh Lalit Mehta who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors' and fix their remuneration. The retiring auditors, M/s. Nalin S. Parekh & Co., Chartered Accountants, Mumbai are eligible for re-appointment.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass with or without modification, following as an ordinary resolution:
"RESOLVED THAT Mr. Samir Kothary, who was appointed as an additional Director by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 effective from 10th October, 2003 and who holds office only up to the date of the forthcoming Annual General Meeting of the company and in respect of whom, the company has received a notice under section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company liable to retire by rotation."
6. To consider, and if thought fit, to pass with or without modification, following as a special resolution:
"RESOLVED THAT pursuant to Section 198, 269, 309, Schedule XIII and all other applicable statutory provisions, if any, the company hereby accords its approval and consent to continue the appointment of Mr. Champaklal Kantilal Parekh, as Jt. Managing Director of the Company, who has attained 70 years of age as on 31st October, 2003 for an un-expired period of his appointment i.e. till 31st March, 2008, upon the same terms and conditions and stipulations as per agreement dated 17th February, 2003 commencing from 1st April, 2003."
"RESOLVED FURTHER THAT the Board of Directors be and it is hereby authorized to take all

necessary or desirable steps for the aforesaid purpose and matters incidental thereto."

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Registered Office of the Company at Plot No. A2/3445, GIDC Phase IV, Ankleshwar - 393 002, Gujarat, not less than 48 hours before the commencement of the meeting. Proxies shall not have any right to speak at the meeting.
3. An explanatory statement as required under Section 173(2) of the Companies Act, 1956 in respect of Special Business given in items number 5 & 6 is enclosed herewith and shown as an annexure to this notice.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of 15 days from 15th September 2004 to 29th September 2004 (both days inclusive).
5. Members are requested to kindly notify to the Registrar and Transfer Agent of the company M/s. Intime Spectrum Registry Limited, C/13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, immediately of any change in their addresses.
6. Members are requested to quote their Folio Numbers in all their correspondence.
7. Members desirous of having any information regarding accounts are requested to write to the Company at least 7 days in advance of the date of Annual General Meeting so as to enable the Management to keep the information ready.
8. Members are requested to bring their copies of the Annual Report to the Meeting.
9. Members are requested to bring with them the attendance slip and hand it over at the entrance duly signed by them.

**By Order of the Board of Directors
For Samrat Pharmachem Limited**

**Lalit Mehta
Managing Director**

**Champak Parekh
Jt Managing Director**

**Place : Mumbai
Dated : 30 June, 2004**